

Law Department

*Louis Becker*



EXPRESS MAIL

RECORDATION NO. 12871-A FILED 1426

Terminal Tower  
P. O. Box 6419  
Cleveland, Ohio 44101  
216 623 2200

MAR 31 1981 -3 30 PM

March 26, 1981

INTERSTATE COMMERCE COMMISSION

Ms. Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Attn: Ms. M. R. Lee, Room 2303  
Recordation Unit

Dear Ms. Lee:

Enclosed are four executed counterparts of an Amendment dated as of March 1, 1981, to an Agreement dated as of February 1, 1981, between The Chessie Corporation and The Chesapeake and Ohio Railway Company. The Agreement constitutes an interim user agreement, allowing use of the equipment described below pending completion of permanent financing. The Agreement was filed in your office on February 9, 1981, at 11:15 a.m., and assigned Recordation Number 12871. The Agreement will expire according to its terms on the earlier of April 1, 1981, or the date of establishment of such permanent financing. The enclosed Amendment simply extends the term of the Agreement for the period ending on the earlier of June 1, 1981, or the date of the establishment of the permanent financing.

The names and addresses of the parties to the Agreement and the enclosed Amendment are as follows:

Bailor: The Chessie Corporation  
P. O. Box 6419  
Cleveland, Ohio 44101

Bailee: The Chesapeake and Ohio Railway Company  
P. O. Box 6419  
Cleveland, Ohio 44101

The equipment covered by the above documents consist of 228 100-Ton Open Top Hopper Cars, to bear Bailee's Road Nos. 189950-190177, inclusive, AAR Mechanical Designation: HT. The equipment will be marked "Chesapeake and Ohio Railway Company," "Chesapeake and Ohio," "C&O" or "Chessie System" or in some other appropriate manner and also will be marked "OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED WITH THE INTERSTATE COMMERCE COMMISSION."

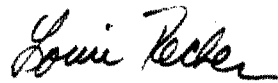


The Chessie System railroads are the C&O, B&O, WM and affiliated lines. Chessie System, Inc. is the parent for the railroads, Chessie Resources, Inc., Western Pocahontas Corp. and The Greenbrier.

Also enclosed is a draft in the amount of \$10 representing the required recordation fee.

Pursuant to the Commission's rules and regulations for recordation of certain documents under 49 U.S.C. § 11303, you are hereby requested to file one of the enclosed counterparts for recordation in your office and return the remaining copies to me.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis Recher".

Louis Recher  
Attorney

Enclosure  
LR:pm

RECORDATION NO. 12871A FILED 1428

MAR 31 1981 -3 30 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT

Dated as of March 1, 1981

to

INTERIM USER AGREEMENT

Dated as of February 1, 1981

between

THE CHESSIE CORPORATION

and

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

Covering

228 100-Ton Open Top Hopper Cars

AGREEMENT, dated as of March 1, 1981, before, THE CHESSIE CORPORATION, a Delaware corporation ("Manufacturer"), and THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia Corporation ("C&O"):

WITNESSETH:

WHEREAS, Manufacturer and C&O heretofore entered into an Interim User Agreement dated as of February 1, 1981, providing for the bailment of 228 100-Ton Open Top Hopper Cars ("Hopper Cars") from Manufacturer to C&O; and

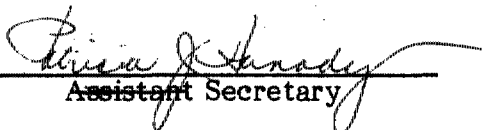
WHEREAS, said Interim User Agreement will expire according to its terms on the earlier of April 1, 1981, or the date C&O establishes an Equipment Trust Agreement to finance its purchase of the Hopper Cars from Manufacturer; and

WHEREAS, C&O will not have established said Equipment Trust Agreement by April 1, 1981, but hereby represents that such financing arrangement shall be established on or before June 1, 1981.


NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

The period of bailment provided for in the aforesaid Interim User Agreement shall be extended for the period ending on the earlier of June 1, 1981, or the date of establishment of the above-mentioned C&O Equipment Trust Agreement.

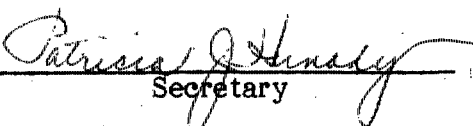
Attest:  
(CORPORATE SEAL)

  
Assistant Secretary


THE CHESSIE CORPORATION

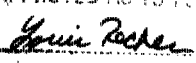
By   
Assistant Vice-President  
and Treasurer

Attest:  
(CORPORATE SEAL)

  
Secretary

THE CHESAPEAKE AND OHIO  
RAILWAY COMPANY

By   
Assistant Vice-President  
and Treasurer

APPROVED AS TO FORM  
  
ATTORNEY

STATE OF OHIO                    )  
                                      ) SS:  
COUNTY OF CUYAHOGA )

On this 25TH day of MARCH, 1981, before me personally appeared L. C. ROIG, JR., to me personally known, who, being by me duly sworn, says that he is Assistant Vice-President and Treasurer of THE CHESSIE CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

[NOTARIAL SEAL]

  
\_\_\_\_\_  
Notary Public

CLARA MASUGA, Notary Public  
State of Ohio - Cuyahoga County  
My Commission Expires April 21, 1984

STATE OF OHIO                    )  
                                      ) SS:  
COUNTY OF CUYAHOGA )

On this 25TH day of MARCH, 1981, before me personally appeared L. C. ROIG, JR., to me personally known, who, being by me duly sworn, says that he is Assistant Vice-President and Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

[NOTARIAL SEAL]

  
\_\_\_\_\_  
Notary Public

CLARA MASUGA, Notary Public  
State of Ohio - Cuyahoga County  
My Commission Expires April 21, 1984